



FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of a Bank or Bank Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire shares of a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than May 29, 2012.

A. Federal Reserve Bank of Richmond (Adam M. Drimer, Assistant Vice President) 701 East Byrd Street, Richmond, Virginia 23261-4528:

1. *Gerald F. Smith, Jr. Revocable Trust, (trustee, Gerald F. Smith, Jr.) Winchester, Virginia, to individually acquire voting shares of First National Corporation, Strasburg, Virginia. Additionally, Gerald F. Smith, Jr. Revocable Trust, (trustee, Gerald F. Smith, Jr.) Gerald F. Smith, Jr., Evan A. Smith, Kaye DeHaven Smith Irrevocable Trust FBO Evan A. Smith (trustee, Gerald F. Smith, Jr.), Kaye DeHaven Smith Irrevocable Trust FBO Elise D. Smith (trustee, Gerald F. Smith, Jr.), Kaye DeHaven Smith Irrevocable Trust FBO Emily N. Smith (trustee, Gerald F. Smith, Jr.), and other family members all of Winchester, Virginia, as a group acting in concert to collectively acquire voting shares of First National Corporation and thereby acquire voting shares of First Bank, Strasburg, Virginia.*

2. *James R. Wilkins, III, Wilkins Investments, L.P., James R. Wilkins, Jr., Elizabeth Wilkins Talley, Wilkins Shoe Center, Inc. Profit Sharing Trust FBO Wilkins Shoe Center, Inc., and other family members, all of Winchester, Virginia, as a group acting in concert to acquire voting shares of First National Corporation, Strasburg, Virginia and thereby acquire voting shares of First Bank, Strasburg, Virginia.*

Board of Governors of the Federal Reserve System, May 2, 2012.

Robert deV. Frierson,

Deputy Secretary of the Board.

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